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December 27, 1995

RECORDATION NO. 14229-BB
FILED 1995

Recordation No. 14229-BB

DEC 27 1995 - 9 45 AM

UNITED STATES COMMERCE COMMISSION

Dear Mr. Williams:

On behalf of Helm-Atlantic Associates Limited Partnership, I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Assignment of Lease ("Assignment"), dated as of June 1, 1995.

The parties to the enclosed Assignment are:

First Security Bank of Utah, N.A., as — LESSOR/ASSIGNOR
Owner Trustee under Cypress Equipment
Fund, Ltd. Trust No. 92-1
79 South Main Street
Salt Lake City, Utah 84111

Helm-Atlantic Associates Limited Partnership — ASSIGNEE/SUCCESSOR
One Embarcadero Center
San Francisco, CA 94111 LESSOR

The said Assignment, among other things, acts to assign to the Assignee all right, title interest and obligations, of the Assignor as Lessor in that certain Master Leasing Agreement, as supplemented and amended, recorded under Recordation No. 14229-A and the Assignment should be recorded as "BB" under the same Recordation No. 14229.

The equipment covered by the instant Assignment is the equipment as listed in Schedule A thereto. A short summary of the Assignment to appear in the ICC Index is as follows:

"Assignment of Lessor's interest and obligations in
Master Leasing Agreement under Recordation No.
14229-A, as supplemented and amended."

Please index separately the name of the above-mentioned Assignee in the ICC
"Vendee/Assignee" Index book ("white pages") as follows:

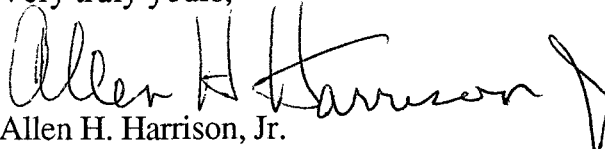
Index under Helm-Atlantic Associates Limited
Partnership, "See Recordation No. 14229-BB."

RECEIVED
DEC 27 9 40 AM '95
FEDERAL RESERVE BANK
OF NEW YORK
COMMERCIAL BRANCH

Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fees.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, appearing to read "Allen H. Harrison, Jr.", with a stylized flourish at the end.

Allen H. Harrison, Jr.
*Attorney for Helm-Atlantic Associates
Limited Partnership for purposes of
this filing.*

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures

BY HAND

8350-020

DEC 27 1995 -9 45 AM

ASSIGNMENT OF LEASE

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT, dated as of June 1, 1995, between **First Security Bank of Utah, National Association**, not individually but solely as Owner Trustee under Cypress Equipment Fund, Ltd, Trust No. 92-1 ("**Lessor**"), and **Helm-Atlantic Associates Limited Partnership**, a Delaware limited partnership ("**Helm-Atlantic**").

WHEREAS, Lessor has executed a Bill of Sale, dated June 1, 1995, providing for the sale to Helm-Atlantic of the locomotives (the "**Units**") listed in Attachment A hereto, and

WHEREAS, the Lessor has heretofore entered into that certain Master Leasing Agreement dated as of December 1, 1983 (filed with the Interstate Commerce Commission ("ICC") on December 23, 1983 and assigned recordation number 14229-A), as amended by Rider No. 1, dated as of January 1, 1985 (filed with the ICC on June 5, 1985 and assigned recordation number 14229-C), Rider No. 2, dated as of February 1, 1986, and Rider No. 3, dated as of July 1, 1986 (filed with the ICC on August 7, 1986 and assigned recordation number 14229-G), between Southern Pacific Transportation Company as lessee and First Security Bank of Utah, National Association, not individually but solely as Owner-Trustee under Cypress Equipment Fund Trust No. 92-1, as assignee of BLC Corporation, in accordance with the Acknowledgement of Assignment and Agreement dated as of February 25, 1992, as lessor, (the "**Lease**"), providing for the lease of the Units to the Lessee.

NOW, THEREFORE, THIS AGREEMENT WITNESSETH: That, for good and valuable consideration, the receipt of which is hereby acknowledged:

The Lessor hereby assigns, transfers and sets over to Helm-Atlantic all its right, title and interest in and to the Lease, as it pertains to the Units and all of the rights, powers, privileges and remedies of the Lessor thereunder.

IN WITNESS WHEREOF, the Lessor has executed this Assignment as of the date first above written.

**First Security Bank of Utah,
National Association, as Owner Trustee**

By: Dain W. Brown

Title: Asst. Trust Officer

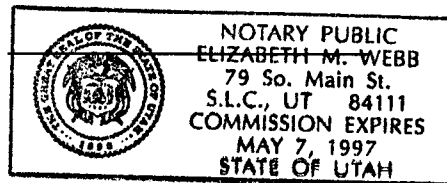
STATE OF UTAH)
)
COUNTY OF SALT LAKE)

On this 1st day of June, 1995, before me personally appeared DAIN W. BROWN, to me personally known, who, being by me duly sworn, says that he is Asst. Trust Officer of First Security Bank, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Elizabeth M. Webb
Notary Public

My Commission Expires:

[Notarial Seal]



SCHEDULE A

To the Assignment of Lease dated June 1, 1995 between First Security Bank of Utah, National Association as Owner Trustee under Cypress Equipment Fund Ltd., Trust No. 92-1 and Helm-Atlantic Associates Limited Partnership

Description of Equipment:

Fourteen (14) EMD SD45-2 diesel electric locomotives; rebuilt by Southern Pacific Transportation Company in 1984.

<u>Locomotive Numbers:</u>	<u>Individual Leasing Record Number:</u>
SP 7565	230
7566	232
6768	240
6769	243
6770	246
6771	249
6772	250
6773	250
6775	253
6776	253
6777	254
6778	254
6779	255
6780	255